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BY FACSIMILE

Hon. Alvin K. Hellerstein.  
United States District Judge  
Southern District of New York  
500 Pearl Street  
New York, NY 10007  
(212) 805-7942

February 6, 2008

*Good cause having been shown, the clerk is directed to enter the default judgment as soon as convenient, and not to wait until final judgment is entered. 2/6/08*

Re: **Alpha Capital Anstalt v. Ness Energy International, Inc.**  
**Index No.: 07 civ 9242 (AKH)**

Dear Judge Hellerstein:

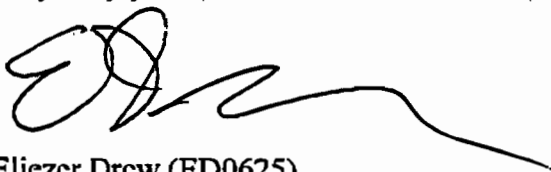
Per your request I am writing this letter as a follow up to my letter of earlier today.

Ordinarily a party seeking to register a judgment in another district will get a Certification of Judgment for Registration in Another District (the "Certification") signed by the Clerk of the Court (the "Clerk"). Pursuant to 28 USC 1963 the Clerk can not sign the Certification until the judgment is "final by appeal or expiration of the time for appeal *or when ordered by the court that entered the judgment for good cause shown*" (emphasis added).

In my client's situation the judgment was entered on January 24, 2008, and therefore I am unable to obtain a Certification until the end of the time for the Defendant to file a Notice of Appeal, which will be Monday February 25, 2008. However, as I informed the Court in my earlier letter, the Defendant is actively pursuing the sale of its assets in the State of Israel. See attached email from the former Chief Executive Officer, Sha Stephens to Joe Hammer of LHI Financial Services, Inc., a service company for the plaintiff. In order to protect my client's rights and ability to obtain any relief under the Judgment, we must register the Judgment in Israel as soon as possible. The sale of corporate assets by a defendant that had notice of the impending default judgment is good cause to allow the Court to order the Clerk to sign the Certification before the judgment is final by appeal or expiration of the time for appeal.

Therefore, I respectfully request that the Court sign an order instructing the Clerk of the Court to immediately sign Certification of Judgment for Registration in Another District before the end of the time for the Defendant to file a Notice of Appeal.

Very truly yours,

A handwritten signature in black ink, appearing to be 'ED' followed by a long, sweeping horizontal line.

Eliezer Drew (ED0625)

## Joe Hammer

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**From:** Sha Stephens [sha.stephens@gmail.com]  
**Sent:** Wednesday, December 19, 2007 11:15 AM  
**To:** Joe Hammer  
**Subject:** Fwd: Modin Energy

----- Forwarded message -----

**From:** Sha Stephens <sha.stephens@gmail.com>  
**Date:** Dec 19, 2007 10:06 AM  
**Subject:** Re: Modin Energy  
**To:** Itay <itay@holender.co.il>

Itay,  
I have forwarded the offer to the New York firm that is in the forclosure process of Ness assets.  
It will be their decision now.  
Sha

On Dec 19, 2007 9:54 AM, Itay <itay@holender.co.il> wrote:

Dear Sha,

Hope you are well.

After several negotiations with potential investors, here is the deal we can close:

1. The investor will purchase from Ness Energy of Israel, Inc. ("Ness") 100% of the Company that holds interest in the general partner in the partnership ("Noya") (currently Noya holds 75% in general partner) and the drilling machine, in consideration for US\$250,000. The funds can be paid directly to Ness's bank account in the US.
2. In addition and as part of the Transaction, the Investor will purchase from Ness the participation units it holds, in consideration for their market value (currently its around US\$72,000). Out of this amount, Ness should pay appx. US\$30,000 to the bank which the participation units are pledge to, and the rest (about US\$42,000) will transfer directly to Ness's bank account in the US.

After the completion of the transactions, Ness can be strike off as foreign company in Israel (and it will stay a US company).

Sha, it looks that this is the best deal we can close. All other options we had are not relevant any more.

You should take into account that the partnership has no money any more. In fact, the partnership must raise fund or find partners to its activities, otherwise the petroleum commissioner will take back its licenses and in such case the partnership will be strike off the stock exchange.

Please consider the offer and advise ASAP if we should draft the documents and close the deal.

Should you have any questions, please do not hesitate to call or write me.

I am waiting to your comment.

Regards,

Itay Brafman

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***Itay Brafman, Adv.***

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